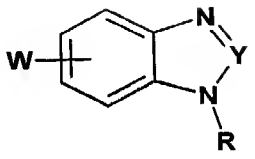
WE CLAIM:

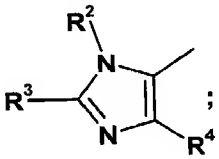
1. A compound of Formula I:

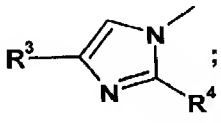


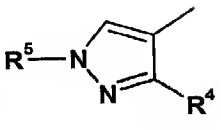
I

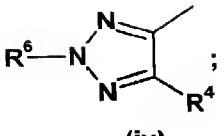
where:

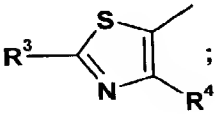
W is a ring selected from the group consisting of:

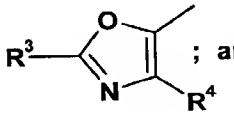

(i)


(ii)

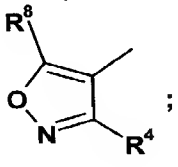

(iii)


(iv)


(v)


(vi)

and


(vii)

;

Y is N or C-R^1;

R is C_1-C_8 alkyl, C_3-C_6 cycloalkyl, (C_1-C_4 alkylene)-(C_3-C_6 cycloalkyl), SO_2R^7, phenyl, or benzyl optionally substituted on the phenyl ring with one or two substituents selected from halo;

R^1 is hydrogen, amino, or methyl;

R^2 is hydrogen, C_1-C_6 alkyl, or C_3-C_6 cycloalkyl;

R^3 is hydrogen, C_1-C_6 alkyl, C_3-C_6 cycloalkyl, trifluoromethyl, or phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo, trifluoromethyl, (C_1-C_6 alkyl)thio, 1-(pyrrolidin-1-yl)eth-2-oxy, and 1-(piperidin-1-yl)eth-2-oxy; or

R^2 and R^3 taken together form either the group $-(CH_2)_n-$ where n is 2 or 3 or the group –CH=CH-;

R^4 is phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo and trifluoromethyl;

R^5 is hydrogen, C_1-C_6 alkyl, C_3-C_6 cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo, trifluoromethyl, (C_1-C_6 alkyl)thio, 1-(pyrrolidin-1-yl)eth-2-oxy, and 1-(piperidin-1-yl)eth-2-oxy;

R^6 is hydrogen or ethoxymethyl;

R^7 is C_1-C_4 alkyl, C_3-C_6 cycloalkyl, or dialkylamino where each alkyl group is independently selected from C_1-C_4 alkyl;

R^8 is hydrogen or C_1-C_4 alkyl;

provided that:

(a) when W is (i), then at least one of R^2 and R^3 is hydrogen or methyl; and

(b) R may be SO_2R^7 only when either W is isoxazole (vii) or Y is N, or R may be SO_2R^7 when both W is isoxazole (vii) and Y is N;

or a pharmaceutically acceptable salt thereof.

2. A compound of Claim 1, where W is a ring of formula (i) or (iii).

3. A compound of Claim 2, where Y is C-R^1 and R^1 is amino.

4. A compound of Claim 3, where R is C_1-C_8 alkyl.

5. A pharmaceutical formulation comprising a compound of any of Claims 1-4 in combination with a pharmaceutically acceptable carrier, diluent or excipient.

6. The use of a compound of any of Claims 1-4 for the manufacture of a medicament for treating a disease or condition capable of being improved or prevented by inhibition of p-38 kinase.

7. The use of a compound of any of Claims 1-4 for the manufacture of a medicament for the treatment of susceptible neoplasms.